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RECORDED

JUN 21 1988-12 12 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

No. 8-173A055  
JUN 21 1988

Date .....

Fee \$ ...13.00

Dear Ms. McGee:

ICC Washington, D. C.

On behalf of CIS Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease dated June 21, 1988. Also submitted for filing and recording are three executed counterparts of a related secondary document, not previously recorded, entitled Memorandum of Assignment of Lease dated as of June 21, 1988.

The parties to the enclosed Memorandum of Lease are:

CIS Corporation - Lessor  
One CIS Parkway  
(Carrier Circle)  
East Syracuse, New York 13057

The New York, Susquehanna and Western Railway  
Corporation - Lessee  
One Railroad Avenue  
Cooperstown, New York 13326

The parties to the related Memorandum of Assignment of Lease are:

CIS Corporation - Debtor/Lessor/Assignor  
One CIS Parkway  
(Carrier Circle)  
East Syracuse, New York 13057

Sanwa Business Credit Corporation -  
Secured Party/Assignee  
One South Wacker Drive  
Chicago, Illinois 60606

Please index under the name of each of the three parties which will require a separate indexing under the name of the Assignee, Sanwa Business Credit Corporation.

The Memorandum of Lease covers the leasing by the Lessor to the Lessee of four locomotives, and the Memorandum of Assignment of Lease covers the assignment thereof as included within that certain Loan and Security Agreement being recorded simultaneously.

Four Model Dash 8-40B, turbo charged diesels, identified by The New York, Susquehanna and Western Railway Corporation numbers 4002, 4004, 4006 and 4008 are covered by each of the two documents being recorded.

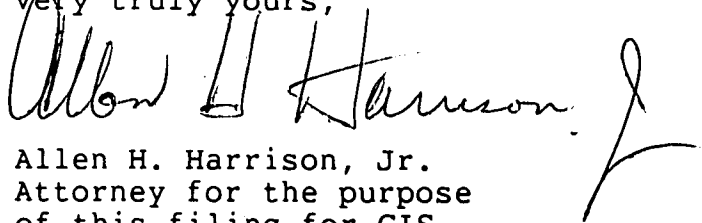
A short summary of the two documents to appear in the ICC Index is as follows:

"Covers 4 locomotives, NYS&W 4002, 4004, 4006 and 4008."

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Memorandum of Lease and the stamped counterparts of the Memorandum of Assignment of Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this transmittal letter.

Very truly yours,



Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for CIS  
Corporation

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

MEMORANDUM OF LEASE

1 5694  
RECORDED BY \_\_\_\_\_ FILED 2000

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INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Lease Agreement, dated as of June 21, 1988, by and between CIS Corporation, as lessor, having its principal address at One CIS Parkway (Carrier Circle), East Syracuse, N.Y. 13057 and The New York, Susquehanna and Western Railway Corporation, as lessee, having its chief executive offices at One Railroad Avenue, Cooperstown, N.Y. 13326 and the related Equipment Lease Schedule, of even date therewith, covering the equipment described in Appendix A hereto.

Executed this 21<sup>st</sup> day of June, 1988.

CIS CORPORATION

BY: Anita Speciale

NAME: Anita Speciale

TITLE: Vice President

THE NEW YORK, SUSQUEHANNA  
AND WESTERN RAILWAY  
CORPORATION

BY: Walter G. Rich

NAME: Walter G. Rich  
President and

TITLE: Chief Executive Officer

State of California       )  
                                      )   SS.  
County of San Francisco   )

BEFORE ME, the undersigned notary, on this day personally appeared Anita Spiciale to me personally known who, being by me duly sworn, says that he/she is a Vice President of CIS Corporation, a New York corporation ("Lessor"), that the above Memorandum of Lease was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and it acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

21<sup>st</sup> day of June, 1988.



Veronica K. Mc Gregor  
NOTARY PUBLIC

My Commission Expires:

March 16, 1992

State of New York )  
 ) SS.  
County of Otsego )

BEFORE ME, the undersigned notary, on this day personally appeared Walter G. Rich, to me personally known who, being by me duly sworn, says that he/~~she~~ is a President & CEO of The New York, Susquehanna and Western Railway Corporation ("Lessee"), that the above Memorandum of Lease was signed on behalf of the Lessee by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of the said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

18<sup>th</sup> day of June, 1988.

[SEAL]

Susan M. Bliss  
NOTARY PUBLIC  
State of New York

My Commission Expires:

January 31, 1989

SUSAN M. BLISS  
NOTARY PUBLIC, State of New York  
No. 4731789  
Qualified in Otsego County  
Commission Expires \_\_\_\_\_

Appendix A

Qty	Manufacturer or Seller	Description	ID or S/N
Four (4)	General Electric	Model Dash 8-40B, turbo charged diesel locomotives	4002, 4004, 4006 and 4008